

WC 04-255

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FCC/MELLON

JUL 02 2004

July 1, 2004

Ms. Marlene H. Dortch, Secretary
Office of the Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

RE: Oregon Farmers Mutual Telephone Company and
Northwest Missouri Holdings, Inc. et al.
Application for Transfer of Control

Dear Ms. Dortch:

Attached please find an original and four copies of the Application for Transfer of Control of Oregon Farmers Mutual Telephone Company and Northwest Missouri Holdings, Inc., et al. An International Section 214 Application for Transfer of Control has been filed electronically, ID# IB2004001337.

Also enclosed are copies of the completed FCC Form 159 and a check for \$860.00.

Please acknowledge receipt on the "stamp and return" duplicate document attached for this purpose. All correspondence and inquiries concerning this filing should be addressed to the undersigned.

Respectfully submitted



David Cosson
Counsel for Applicants

**BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, DC 20554**

In the Matter of)
)
Oregon Farmers Mutual Telephone)
Company, Inc.)
Oregon Farmers Mutual Long Distance, Inc.)
Robert D. Williams, Randy D. Williams)
And Katherine E. Williams)
)
and)
)
Northwest Missouri Holdings, Inc.)
)
Application for Authorization Pursuant to)
Section 214 of the Communications Act of 1934,)
as Amended, for Transfer of Control)

File No. _____

APPLICATION FOR TRANSFER OF CONTROL

Northwest Missouri Holdings, Inc.. ("Northwest Missouri" or "Transferee") and Oregon Farmers Mutual Telephone Company, Inc., Robert D. Williams, Randy D. Williams and Katherine E. Williams ("OFM" or "Transferors") (collectively the "Applicants"), by their undersigned counsel, and pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the "Act"), and Section 63.04 of the rules of the Federal Communications Commission ("FCC" or the "Commission"), 47 C.F.R. § 63.04, hereby request authority to transfer control of OFM from Robert D. Williams, Randy D. Williams and Katherine E. Williams to Northwest. As described in this application, Transferors have agreed to a Stock

Purchase Agreement under which OFM will continue to provide service to its customers upon completion of the transaction.

Pursuant to Section 63.04(a) of the Commission's rules, the Applicants provide the following information in support of this transaction:

(1) Applicants' Name, Address and Telephone Number

Transferors: Robert D. Williams
Randy D. Williams
Katherine E. Williams
Oregon Farmers Mutual Telephone Company
Oregon Farmers Mutual Long Distance, Inc.
118 E. Nodaway
Oregon, MO 64473

Telephone: (660) 446-3391
Facsimile: (660) 446-2800

Transferee: Northwest Missouri Holdings, Inc.
C/O American Broadband Communications Incorporated
540 Griffith Road
Charlotte, NC 28217

Telephone: 704 362-4672
Facsimile: 888 698-7975

(2) State of Organization

(a) Oregon Farmers Mutual Telephone Company, Inc. and Oregon Farmers Mutual Long Distance, Inc. are corporations organized under the laws of the State of Missouri.

(b) Northwest is a corporation organized under the laws of the State of Delaware.

(3) Contact Information

All correspondence, notices and inquiries regarding this transaction should be addressed to:

Transferor: Robert D. Williams, President
Oregon Farmers Mutual Telephone Company, Inc.
118 E. Nodaway

Oregon, MO 64473

Telephone: (785) 446-3391

Facsimile: (785) 446-2800

Transferee: Patrick L Eudy
President & CEO
Northwest Missouri Holdings, Inc.
C/O American Broadband Communications, Incorporated
540 Griffith Road
Charlotte, NC 28217

Telephone: 704 362-4672

Facsimile: 888 698-7975

Copies of all correspondence, notices, and inquiries should also be addressed to:

David Cosson
Kraskin, Moorman & Cosson, LLC
2120 L Street, NW, Suite 520
Washington, DC 20037

Telephone: (202) 296-8890

Facsimile: (202) 296-8893

Thomas K. Jones, Esq.
Payne & Jones
Commerce Terrace
College Boulevard at King
1100 King, P.O. Box 25625
Overland Park, KS 66225-5625

(4) Ten percent (10%) Equity Shareholders

OFM: Robert D. Williams
Citizenship: United States
Principal Business: Telecommunications
Percent Ownership: 94%

Northwest:¹ Signal Equity Partners
Citizenship: United States
Principal Business: Telecommunications
Percent Ownership: 51%

American Broadband Communications, Inc.
Citizenship: United States
Principal Business: Telecommunications
Percent Ownership: 49%

(5) Certification Pursuant to Rules 1.2001-1.2003

Applicants hereby certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of their knowledge, information, and belief, no party to the application is subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

(6) Description of Transaction

The Applicants have entered into a Stock Purchase Agreement which provides that Northwest will acquire all of the shares of stock of OFM, from Robert D. Williams, Randy D. Williams and Katherine E. Williams, the present owners. Upon closing of the transaction, OFM will continue to provide local and long distance telephone service to OFM's current subscribers.

(7) Geographic Description

OFM is an independent incumbent local exchange carrier providing local exchange, exchange access service, and through its subsidiary Oregon Farmers Mutual Long Distance, Inc., long distance service to subscribers in and around Oregon, Missouri.

(8) Streamlined Treatment

¹ Northwest is currently 100% owned by American Broadband Communications, Inc., however simultaneously with the closing of the Stock Purchase Agreement, Signal Equity Partners will acquire a 51% interest in Northwest.

The Applicants request streamlined treatment for this application which qualifies for streamlining under Sections 63.03 and 63.12 of the Commission's rules.

(9) Other Related Applications Before the Commission

Application to transfer control of International 214 Authorization of Oregon Farmers Mutual Long Distance, Inc.

(10) Statement of Imminent Business Failure

Not applicable.

(11) Separately Filed Waiver Requests

None

(12) Public Interest Statement

Upon completion of the Stock Purchase OFM will continue to provide high quality, modern local exchange, exchange access and long distance service to its current subscribers in a manner that will be transparent to them. OFM will be financially stronger, however, through affiliation with a larger organization with greater resources. Northwest intends to continue OFM's present build out of broadband capacity in order to make high speed internet access available to 100% of the subscribers. Northwest also intends to begin offering customers the option of flat rated long distance plans.

Conclusion.

For the foregoing reasons, OFM and Northwest respectfully request that the Commission promptly grant this Application.

Respectfully Submitted,

Northwest Missouri Holdings, Inc.
Oregon Farmers Mutual Telephone Company
Oregon Farmers Mutual Long Distance, Inc.
Robert D. Williams
Randy D. Williams
Katherine E. Williams

A handwritten signature in black ink, appearing to read "David Cosson", written in a cursive style.

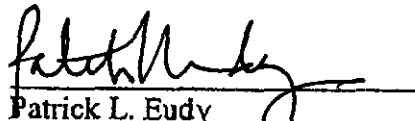
David Cosson
KRASKIN, MOORMAN & COSSON, LLC
2120 L Street, NW, Suite 520
Washington, DC 20037

July 1, 2004

DECLARATION OF

I, Patrick L. Eudy, President and CEO, Northwest Missouri Holdings, declare under penalty of perjury that Northwest, including all officers, directors, or persons holding five percent or more of the outstanding stock or shares (voting and/or non-voting) of Northwest as specified in Section 1.2003(b) of the Commission's Rules, is not subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Executed on: 6/25/04


Patrick L. Eudy
President and CEO

DECLARATION OF Robert D. Williams

I, Robert D. Williams, President, Oregon Farmers Mutual Telephone Company, Oregon, Missouri, declare under penalty of perjury that OFM, including all officers, directors, or persons holding five percent or more of the outstanding stock or shares (voting and/or non-voting) of OFM as specified in Section 1.2003(b) of the Commission's Rules, is not subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Executed on: 6/28/04


Robert D. Williams

Certificate of Service

I, Darlene Poindexter, of Kraskin, Moorman & Cosson, LLC, 2120 L Street, NW, Washington, DC 20037, do hereby certify that on this 2nd day of July, 2004, a copy of the forgoing "APPLICATION FOR TRANSFER OF CONTROL" was mailed, U.S. first class postage prepaid, to the following:



Darlene Poindexter

The Honorable Bob Holden
Governor of the State of Missouri
Missouri Capital Building
Room 216
PO Box 720
Jefferson City, MO 65102-0720

Department of Defense
Assistant Secretary of Defense for C3I
1000 Defense Pentagon, Room 3E172
Washington, DC 20301-1000

Department of State
EB/CIP/SCA
Room 4826
2201 C Street, NW
Washington, DC 20520

*Rebecca Halstead
Policy Division
International Bureau
Federal Communications Commission
445 Twelfth Street, SW
Washington, DC 20554

*William Dever, Deputy Chief
Competition Policy Division
Wireline Competition Bureau
Federal Communications Commission
445 Twelfth Street, SW
Washington, DC 20554

*Via Hand Delivery

ORIGINAL

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDINGFEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

22140

Approved by OMB
3060-0589
Page 1 of 2

(1) LOCK BOX # 358145		FCC/MELLON		JUL 02 2004		SPECIAL USE ONLY	
SECTION A - PAYER INFORMATION							
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Oregon Farmers Mutual Telephone Company				(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$860.00			
(4) STREET ADDRESS LINE NO. 1 118 E. Nodaway							
(5) STREET ADDRESS LINE NO. 2							
(6) CITY Oregon				(7) STATE MO	(8) ZIP CODE 64473		
(9) DAYTIME TELEPHONE NUMBER (include area code) 660 446 3391				(10) COUNTRY CODE (if not in U.S.A.)			
FCC REGISTRATION NUMBER (FRN) REQUIRED							
(11) PAYER (FRN) 0011178993				(12) FCC USE ONLY			
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET							
(13) APPLICANT NAME Northwest Missouri Holdings, Inc.							
(14) STREET ADDRESS LINE NO. 1 540 Griffith Road							
(15) STREET ADDRESS LINE NO. 2							
(16) CITY Charlotte				(17) STATE NC	(18) ZIP CODE 28217		
(19) DAYTIME TELEPHONE NUMBER (include area code) 704 362 4672				(20) COUNTRY CODE (if not in U.S.A.)			
FCC REGISTRATION NUMBER (FRN) REQUIRED							
(21) APPLICANT (FRN) 0011173838				(22) FCC USE ONLY			
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET							
(23A) CALL SIGN/OTHER ID		(24A) PAYMENT TYPE CODE CUT		(25A) QUANTITY 1			
(26A) FEE DUE FOR (PTC) \$860.00		(27A) TOTAL FEE \$860.00					
(28A) FCC CODE 1		(29A) FCC CODE 2					
(23B) CALL SIGN/OTHER ID		(24B) PAYMENT TYPE CODE		(25B) QUANTITY			
(26B) FEE DUE FOR (PTC)		(27B) TOTAL FEE					
(28B) FCC CODE 1		(29B) FCC CODE 2					
SECTION D - CERTIFICATION							
CERTIFICATION STATEMENT <i>David Cosson</i> certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE <i>David Cosson</i> DATE 7/1/09							
SECTION E - CREDIT CARD PAYMENT INFORMATION							
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____							
ACCOUNT NUMBER _____				EXPIRATION DATE _____			
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.							
SIGNATURE _____				DATE _____			

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003(REVISED)

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)Page No. 2 of 2

SPECIAL USE

FCC USE ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME

Oregon Farmers Mutual Telephone Company

(14) STREET ADDRESS LINE NO. 1

118 E. Nodaway

(15) STREET ADDRESS LINE NO. 2

(16) CITY

Oregon

(17) STATE

MO

(18) ZIP CODE

64473

(19) DAYTIME TELEPHONE NUMBER (include area code)

660 446 3391

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)

(22) FCC USE ONLY

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

(25A) QUANTITY

(26A) FEE DUE FOR (PTC)

(27A) TOTAL FEE

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

(28B) FCC CODE 1

(29B) FCC CODE 2

(23C) CALL SIGN/OTHER ID

(24C) PAYMENT TYPE CODE

(25C) QUANTITY

(26C) FEE DUE FOR (PTC)

(27C) TOTAL FEE

(28C) FCC CODE 1

(29C) FCC CODE 2

(23D) CALL SIGN/OTHER ID

(24D) PAYMENT TYPE CODE

(25D) QUANTITY

(26D) FEE DUE FOR (PTC)

(27D) TOTAL FEE

(28D) FCC CODE 1

(29D) FCC CODE 2

(23E) CALL SIGN/OTHER ID

(24E) PAYMENT TYPE CODE

(25E) QUANTITY

(26E) FEE DUE FOR (PTC)

(27E) TOTAL FEE

(28E) FCC CODE 1

(29E) FCC CODE 2

(23F) CALL SIGN/OTHER ID

(24F) PAYMENT TYPE CODE

(25F) QUANTITY

(26F) FEE DUE FOR (PTC)

(27F) TOTAL FEE

(28F) FCC CODE 1

(29F) FCC CODE 2